

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

14 CV 0581

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

LAWRENCE E. PENN, III,
MICHAEL ST. ALTURA EWERS,
CAMELOT ACQUISITIONS SECONDARY
OPPORTUNITIES MANAGEMENT, LLC,
THE CAMELOT GROUP INTERNATIONAL,
LLC, and
SSECURION LLC,

14 Civ _____
ECF Case

Defendants,

- AND -

A BIGHOUSE PHOTOGRAPHY AND FILM
STUDIO LLC,

Relief Defendant.

**DECLARATION OF JAMES R. D'AVINO IN SUPPORT
OF PLAINTIFF'S EMERGENCY APPLICATION FOR AN ORDER TO SHOW
CAUSE, TEMPORARY RESTRAINING ORDER AND OTHER RELIEF**

I, James R. D'Avino, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am over 18 years of age and am employed as a staff accountant in the New York Regional Office of the applicant Securities and Exchange Commission ("Commission"). I have been employed by the SEC for over 16 years. My duties include, but are not limited to, assisting in the investigation of possible violations of the federal securities laws. In November 2013, I was assigned to assist in an investigation of Camelot Acquisitions Secondary Opportunities

Management, LLC (“CASO Management”) and other related entities and persons (the “Camelot Investigation”).

2. I make this Declaration in support of the Commission’s Emergency Application for an Order to Show Cause, Temporary Restraining Order, Preliminary Injunction, Asset Freeze and Other Relief (the “Application”).

3. I make this declaration based upon personal knowledge, information, and belief. The sources of my information and the bases of my belief are voluminous documents obtained by the SEC staff that I have reviewed extensively and information provided to me by other members of the SEC staff.

The Camelot Entities and Affiliated Persons

4. Documents reviewed by the staff reflect that:
 - a. CASO Management, directly or indirectly, is the investment adviser to Camelot Acquisitions Secondary Opportunities, LP (“Camelot LP” or the “Fund”);
 - b. Camelot Acquisitions Secondary Opportunities, G.P. is the Fund’s general partner;
 - c. The Camelot Group International, LLC (“CGI”) is a Delaware limited liability.
 - d. Lawrence E. Penn III (“Penn”) controls CGI, CASO Management and Camelot Acquisitions Secondary Opportunities, G.P.; and
 - e. Ssecurion LLC (“Ssecurion”) and A Bighouse Film and Photography Studio LLC (“Big House”) are both Delaware limited liability companies owned and controlled by Altura St. Michael Ewers (“Ewers”).

Round-tripping of Fund Money Paid to Ssecurion

5. As set forth in greater detail below, since March 2010, at least \$9,286,916.65 has been paid by the Fund to Ssecurion. Of this amount, \$9,067,004 (**97.6%**) was paid by Ssecurion, directly or indirectly, to CASO Management or related entities.

6. During the Commission staff's examination and investigation, I, along with other Commission staff, have: (i) reviewed documents the Commission staff obtained from Bank of America, N.A. ("BofA"), J.P. Morgan Chase ("JPMC", Citibank, N.A. ("Citibank") and Citigroup Private Bank ("Citi Private") (collectively, the "Bank Records").

7. Records of Fund accounts at Citi Private (ending in 3268) and JPMC (ending in 2655) reflect that from March 2010 through October 2013, the Fund paid a total of \$9,286,916.65 to an account of Ssecurion at BofA.

8. Of the amount paid to Ssecurion, \$9,067,004 (**97.6%**) was paid from Ssecurion, within days, to accounts of CGI maintained at Citibank or JPMC, or to an account of Big House maintained at Citibank.

9. Of the money paid by Ssecurion to Big House, \$4,740,257 (**99.97%**) was paid by Big House, again within days, to one of two accounts: an account of CGI maintained at Citibank (ending in 9329) and an account of CASO Management maintained at Citi Private (ending in 6420).

10. In other words, of the \$9,286,916.65 paid by the fund to Ssecurion, over 97% was round-tripped, directly or indirectly, to CGI or CASO Management.

Defendants' and Relief Defendants' Known Assets

11. Based on our review of the Bank Records, it appears that the following accounts are owned and/or controlled by one or more of the Defendants or Relief Defendant:

Financial Institution	Account Name	Account Number (Last 4 Digits)
JPMC	TCGI Capital LLC	7189
JPMC	TCGI Capital LLC	4066
Citibank	Big House Film And Photography Studio, LLC	2031 0167 0159
Citi Private Bank	Camelot Acquisitions Secondary Opportunities Management LLC	6420
First Republic Bank	Camelot Acquisitions Secondary Opportunities Management LLC	1992
Citi Private Bank	Camelot Acquisitions Secondary Opportunities G.P., LLC	6412
JPMC	Camelot Acquisitions Secondary Opportunities G.P., LLC	9446
First Republic Bank	Camelot Acquisitions Secondary Opportunities G.P., LLC	1984
JPMC	Camelot Acquisitions: Secondary Opportunities Offshore, L.P.	1186
First Republic Bank	Camelot Acquisitions: Secondary Opportunities Offshore, L.P.	9380
JPMC	Caso Management LLC	1202
Citibank	Camelot Group International, LLC	9329 9285
First Republic Bank	Camelot Group International, LLC	3170
American Express	Camelot Group International, LLC	1001 1006
JPMC	Camelot Group International, LLC	4765 8558 7894 4766 0191 6862 1433
First Republic Bank	Camelot Acquisitions: Secondary Opportunities, L.P.	1976
Citibank	Camelot Acquisitions: Secondary Opportunities, L.P.	3268

Financial Institution	Account Name	Account Number (Last 4 Digits)
JPMC	Camelot Acquisitions: Secondary Opportunities, L.P.	2655
First Republic Bank	Caso Co-Invest A LLC	9356
Citibank	Caso Co-Invest A LLC	3800
Citibank	Caso Co-Invest B LLC	3545
Bank of America	Ssecurion LLC	2687
JPMC	Excalibur Capital LLC	3528
JPMC	Excalibur Management Company LLC	1610
Barclays Bank	TCG Advisers Ltd.	Unknown
Citibank	VCF2 Inc. C/O Camelot Group	3140
Citibank	VCF3 Inc. C/O Camelot Group	0546 6587
JPMC	Ventizz II Managers LLC/Camelot Group International LLC	4465 5565
Citibank	Ventizz Capital Fund III GP LP	7942
JPMC	Penn	5567 3423 8891
Citibank	Penn	9326
Fort Sill National Bank	Penn	8801
Merrick	Penn	2881
UBS AG	Ewers	Unknown
Citibank	Ewers	4085 4767 6094

12. The Commission staff has not received account statements or other information concerning the balances in most of the individual Defendants' accounts. Of the entity Defendants' and Relief Defendant's accounts, most appear to have had assets of at most \$5,000 as of the end of 2013, with the following exceptions:

- a. As of January 28, 2014, according to a conversation between a member of the Commission staff and a representative of JPMC, JPMC account ending 7189 in the name of TCGI Capital Group LLC had assets of approximately \$2 million;
- b. As of September 26, 2013, a bank statement for account ending 9329 in the name of CGI at Citibank reflected a balance of \$28,931.13; and
- c. As of October 31, 2013, a bank statement for the Fund account ending 2655 at JPMC reflected a balance of \$788,550.96.

13. A member of the commission staff spoke with a representative of JPMC on January 28, 2014, and was advised that the current balance in the Fund account ending 2655 at JPMC was \$18,924.71.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 30, 2014
New York, New York



James R. D'Avino